

State of Idaho

Department of State

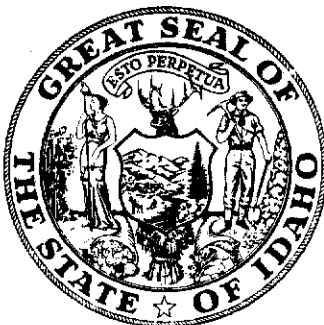
CERTIFICATE OF INCORPORATION OF

APOGEE, INC.
File number C 117267

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: November 29, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sonya Herold*

ARTICLES OF INCORPORATION
OF
APOGEE, INC.

Nov 29 10 10 AM '96
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I
NAME OF THE CORPORATION

The name of the corporation is Apogee, Inc. ("Corporation").

ARTICLE II
DURATION

The Corporation shall have perpetual existence.

ARTICLE III
PURPOSES OF THE CORPORATION

The Corporation may do any acts and perform any business permitted by the Idaho Business Corporation Act.

ARTICLE IV
SHARES

The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

| <u>Class</u> | <u>Number</u> | <u>Par Value Per Share</u> |
|--------------|---------------|----------------------------|
| Common | 1,000,000 | None |

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 844 North 7th, Payette, Idaho 83661 and the name of its initial registered agent at such address is Tony Nailon.

IDAHO SECRETARY OF STATE
DATE 11/29/1996 0900 42680

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CK #: 1167 CUST# 72675

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**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the Corporation is two (2) and the names and addresses of such persons who are to serve as the initial directors are:

| <u>Name</u> | <u>Address</u> |
|------------------|---------------------------------------|
| Tony Wetzel | 642 North 2nd Payette, Idaho 83661 |
| Mary Beth Wetzel | 642 North 2nd Payette, Idaho 83661 |

**ARTICLE VII
DIRECTOR LIABILITY**

To the full extent permitted by the Idaho Business Corporation Act or any other applicable laws as presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this Article VII shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

**ARTICLE VIII
INDEMNIFICATION**

Each person who is or was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the Idaho Business Corporation Act or any other applicable laws presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article VIII. No amendment to or repeal of this Article VIII shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.

ARTICLE IX
INCORPORATOR

The name and address of the Incorporator are:

Name

Tony Naillon

Address

844 North 7th
Payette, Idaho 83661

Dated: 11-27-96


Tony Naillon, Incorporator